

P 96 0000 42962

KLEIN, HEMMERLE & BURNS

Attorneys at Law

1322 N.E. FOURTH AVENUE

SUITE K

FORT LAUDERDALE, FLORIDA 33304

EDWARD KLEIN*

KENNETH V. HEMMERLE, II

RALPH E. BURNS, JR.

* ALSO LICENSED IN NEW YORK

TELEPHONE (954) 766-9116

TELECOPIER (954) 766-9117

200001000142
-05/14/96--01055--007
****122.50 ****122.50

May 10, 1996

FLORIDA DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Topten USA, Inc.

Dear Sir or Madam:

Enclosed please find two sets of Articles of Incorporation of Topten USA, Inc.

Please file one and certify the other and return to the undersigned in the enclosed, self-addressed envelope.

Also enclosed, is a check in the amount of \$122.50 made payable to the Secretary of State which represents the filing fees.

If you have any questions, please feel free to contact me.

Sincerely,



Kenneth V. Hemmerle, II
KVH,II/bj
enclosures

KCH239ER

MAY 21 1996.

ARTICLES OF INCORPORATION
of
TOPTEN USA INC.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of this Corporation is:

TOPTEN USA INC.

ARTICLE II
DURATION

The corporation shall have a perpetual existence.

ARTICLE III
PURPOSE

The purpose of the Corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV
CAPITAL STOCK

The amount of authorized capital stock of this Corporation shall be One Thousand (1,000.00) shares of common stock, having a par value of \$1.00 per share.

FILED
95 MAY 13 AM 8:43
TALLAHASSEE, FLORIDA

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent office of this corporation shall be:

3000 SW 2nd Avenue
Fort Lauderdale, Florida 33315

and the initial registered agent of the Corporation at such office shall be:

ROBERT CHAU

who upon accepting this designation agrees to comply with the provisions of Section 48.091 Florida Statutes, as amended from time to time, with respect to keeping an office open for the service of process.

ARTICLE VI
ADDRESS

The initial street address of the principal office of this Corporation is:

3000 SW 2nd Avenue
Fort Lauderdale, Florida 33315

ARTICLE VII
DIRECTORS

The business of this Corporation shall be managed by a Board of Directors. There shall be one (1) Director initially. The number of Directors may be increased, and after such increase, decreased from time to time by by-laws adopted by the shareholders.

In no event shall the number of Directors be less than one.

The name and address of the members of the First Board of Directors is:

NAME	ADDRESS
ROBERT CHAU	3000 SW 2nd Avenue Fort Lauderdale, Florida 33315

**ARTICLE VIII
INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation is:

ROBERT CHAU
3000 SW 2nd Avenue
Fort Lauderdale, Florida 33315

**ARTICLE IX
OFFICERS**

The officers of this Corporation shall consist of a President, Secretary and Treasurer until such time as the Board of Directors appoints new officers in accordance with the by-laws:

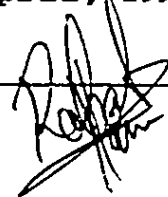
ROBERT CHAU - President, Secretary and Treasurer

**ARTICLE X
ANNUAL MEETING OF SHAREHOLDERS**

The annual meeting of the shareholders of this Corporation shall be fixed by the by-laws.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation in duplicate on this 9th day of April, 1996.

ROBERT CHAU



STATE OF FLORIDA)
)SS
COUNTY OF BROWARD)

The foregoing Articles of Incorporation of TOPTEN USA
INC., were acknowledged before me this 9th day of April, 1996 by
ROBERT CHAU, Incorporator.



EDWARD KLEIN
My Commission CC408045
Expires Nov. 03, 1998
Issued by HAI
R01 422-1056

NOTARY PUBLIC

Edward Klein
Edward Klein
(Printed Name of Notary)

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for TOPTEN
USA INC., at the place designated in the Articles of Incorporation,
ROBERT CHAU agrees to act in this capacity, and agrees to comply
with the provisions of Section 48.091 Fla. Stat.

Dated: 9th April 96



ROBERT CHAU

FILED
APR 13 AM 8:43
CLERK OF COURT
BROWARD COUNTY
FLORIDA